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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

December 19, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 13, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Infinity Rail, LLC
c/o Infinity Asset Management, LLC (as
Manager)
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

Lessee: Sunny Farms Landfill, LLC
c/o Regus Rail and Logistics, LLC
2730 Transit Road
Buffalo, New York 14224

Mr. Vernon A. Williams
December 19, 2005
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A description of the railroad equipment covered by the enclosed document is:

39 container flat cars within the series REGX 5000 - REGX 5055 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to Sunny Farms Landfill, LLC ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means the Lease Agreement executed by the lessor as of April 13, 2005 and by the lessee as of April 13, 2005 between Infinity Rail, LLC, as lessor, and Sunny Farms Landfill, LLC, as lessee.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Lessor)
c/o Infinity Asset Management, LLC as Manager
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

Sunny Farms Landfill, LLC (Lessee)
c/o Regus Rail and Logistics, LLC
2730 Transit Road
Buffalo, NY 14224

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

4. The parties intend the Lease and the transactions contemplated thereby to create a true lease. If it should nonetheless be determined that the transaction is a sale, then Lessee shall be deemed to have granted Lessor a security interest in the Cars (to secure the full payment and performance of all of Lessee's obligations under the Lease), and Lessor shall be entitled to all rights and remedies of a secured party under all applicable laws.

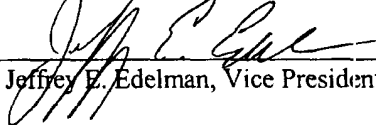
5. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of December 13th, 2005.

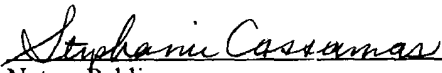
INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By: 
Jeffrey E. Edelman, Vice President

DeKalb County, Georgia

On December 13, 2005, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.


Notary Public
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2008

[Execution continued on next page; remainder of this page intentionally left blank]

SUNNY FARMS LANDFILL, LLC

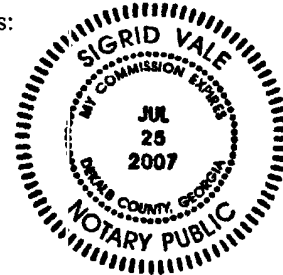
By: Andrew Gauson
Name: Andrew Gauson
Title: CEO

State of Georgia, County of Fulton

On Dec. 13th, 2005, before me personally appeared Andrew Gauson, to me personally known, who being by me duly sworn says that he is CEO of Sunny Farms Landfill, LLC, and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sigrid J. Vale
Notary Public
My commission expires:

[NOTARIAL SEAL]



Description of Railcars

Number of Cars in Lease: Thirty-nine (39)

Description: container flat cars, upgraded to 286,000 lbs. GRL.

Reporting marks and identifying numbers:

1	REGX	5000	21	REGX	5028
2	REGX	5001	22	REGX	5029
3	REGX	5002	23	REGX	5030
4	REGX	5003	24	REGX	5031
5	REGX	5004	25	REGX	5032
6	REGX	5005	26	REGX	5033
7	REGX	5006	27	REGX	5034
8	REGX	5007	28	REGX	5035
9	REGX	5009	29	REGX	5036
10	REGX	5010	30	REGX	5037
11	REGX	5017	31	REGX	5038
12	REGX	5018	32	REGX	5039
13	REGX	5019	33	REGX	5040
14	REGX	5020	34	REGX	5041
15	REGX	5021	35	REGX	5042
16	REGX	5022	36	REGX	5043
17	REGX	5023	37	REGX	5044
18	REGX	5024	38	REGX	5045
19	REGX	5025	39	REGX	5055
20	REGX	5027			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/19/05



Robert W. Alvord